

## IMAGIN – MiCAMP Consolidation

### FAQ

#### *What is MIGROWTH?*

MIGROWTH is the group of ten representatives from MiCAMP and IMAGIN who have been working together on the logistics of a potential consolidation between the two organizations. Chris Cantrell, a former president of MiCAMP, who has been involved with both organizations in the past but does not currently sit on either board of directors, facilitated our meetings. Although he would be considered the most unbiased party of our group, as a former president of their organization, he was chosen by the MiCAMP Board as one of their five representatives.

The current MiCAMP representatives include:

- Chris Cantrell
- Brent Thelen
- Erika Espeland
- Ashley Hiles
- Mike Cousins

The IMAGIN representatives include:

- Tom Van Bruggen
- Pete Schneider
- Ariana Toth
- Doreen Groth
- April Kibby

MIGROWTH's mission statement has been "to build a unified organization to represent and serve the greater geospatial community in Michigan." We worked for nearly a year-and-a-half on preparing the MOU, bylaws, and related documents - including this FAQ – detailing the proposed process for consolidating our two organizations.

#### *Why does the group suggest to keep the 501c3 and close the 501c6?*

The primary functional difference between a 501c3 and a 501c6 is the extent to which they are allowed to spend funds on lobbying. Both a 501c3 and 501c6 are allowed to lobby, but a 501c3 is limited to only spending up to 20% of its budget on lobbying. Neither IMAGIN (501c3) nor MiCAMP (501c6) have done any lobbying in the past nor do they anticipate spending any significant amount of money on lobbying in the future, rendering 501c6 status unnecessary.

There are also tax differences between the types of organizations, with 501c3s subject to fewer state taxes.

Finally, 501c6 organizations can transfer funds to 501c3 orgs without limitations. A 501c3 cannot transfer all of its funds to a 501c6 because of tax implications. The 501c3 in our case has a much higher account balance, making it less practical to close the 501c3.

#### *Why are we closing either organization at all?*

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Maintaining both entities is technically possible. We could maintain the 501c6 on paper for future use as a lobbying arm if we felt it would be used. This would require setting up a second set of bylaws and a second board of directors (which could be the same as, or a subset of, the primary board) and filing taxes every year. Since there is no intention to spend member funds on lobbying, this was deemed to be an unnecessary expense that could easily be avoided.

The act of closing the 501c6 also provides a clear sign that both organizations are dedicated to working together and making this union last. It will be more difficult for a new splinter organization to form if there is no shell organization for them to start from.

*Why does the group suggest a 15-person board of directors?*

We have ambitions to provide more benefit to our members than either organization currently provides on its own. We anticipate holding an annual educational conference, an annual in-person workshop, virtual workshops, and two in-person meetings per year that are yet to be determined. We also plan to continue IMAGIN's quarterly member social meet-ups. Other initiatives that are ongoing, including a GIS landscape survey and student outreach will be continued and possibly expanded upon. That's a lot of work!

IMAGIN has a 15-person board and they already feel stretched doing everything that they do. We worry that a smaller board won't be able to achieve all of our goals. You might say, that's what volunteers are for – not everyone has to be on the board of directors. That's a fair point, but how many volunteers do we each actively have? Not many. Most people are not willing to dedicate large amounts of their time without the recognition of sitting on a board. We do hope to recruit volunteers to help with our events and initiatives, but we are realistic about the limited volunteer support we have. It's also important to have a member of the board chairing each work group that we put together, ideally with board members only chairing one group. With all that we aim to achieve, we think that a large board will be necessary to do the work.

*Why create a 24-person board at all if we're going to have a smaller board a year from now anyways?*

We don't want anyone to be left out! Because we divide our work and trust others to work independently, not everyone on either board knows how everything gets done. We don't want to lose any important expertise during the transition process. This transition process also allows everyone from both boards the chance to get to know each other and allows the combined membership to get acquainted with everyone on both boards before holding an election. Our hope is that candidates will then be judged based on their contribution to the new organization and not just on name recognition.

*Why does the group suggest to have both member dues and event fees?*

Because of the amount of work we expect to take on, it has been decided that the organization will leverage a management company to help with meetings, events, membership renewals, and financial matters. This professional assistance helps not only lighten our load, but also ensures we comply with our bylaws, that we have secure financial transactions, helps negotiate contracts, and more. All of that help comes at a price.

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To cover operating expenses, most organizations implement a membership fee separate from event fees. Our intent is that event fees should cover expenses for event attendees. No one who does not attend an event should be subsidizing that event through their dues. However, we do not want membership fees to be prohibitively high, so event fees, when combined with sponsorships, are designed to bring in enough money to cover the cost of the event and offset operating fees that are not covered by membership dues.

MiCAMP's current fee structure at Boyne leverages the *American Plan*, which combines food and hotel costs into an overall lodging fee. The attendee pays a membership fee to MiCAMP and most of their attendance cost is paid straight to the venue. All venues are moving away from offering this plan as it is less profitable and puts a greater risk of loss due to low attendance on the venue, not the hosting organization. This plan is not an option that we are discarding, it simply will not be available as an option moving forward.

*Why are we implementing IMAGIN's current membership dues for 2025?*

IMAGIN's current membership fees have been established based on what they need to charge their members to maintain a healthy budget. IMAGIN's member dues help offset, but do not entirely cover the cost of their management team or annual operating expenses. Lowering that fee now is not feasible. Once our combined membership is established and we know whether people intend to continue to renew their membership, we may be able to adjust membership rates down based on a larger pool of members.

*How are we looking out for disadvantaged communities who cannot afford our membership dues?*

We have written a line into our bylaws (Article IV, Section 5) that states "The Board of Directors may grant exceptions to membership fees based on resource limitations through CMPASS's Opportunity Grant program outlined in CMPASS's policies and/or procedures." The policy or procedure for this grant program has not been written. It is the intention of the MIGROWTH group that it should be written by the new board of directors, once seated. Writing the program into the bylaws allows for its creation by the new board but does not prescribe its existence based on the word "may."

*Is the new membership structure the same as IMAGIN's?*

Pretty much, yes. We renamed the group membership levels but the member categories are essentially the same. We discussed different options but since our goal is to have a diverse membership from the public, private, educational, and utility sectors, we wanted to keep our membership types as uncomplicated as possible.

Membership categories are written into the organization's bylaws, but member dues are not. This creates consistency and transparency in the types of memberships available. It also allows flexibility in pricing without bylaws revisions. It is our intention that fees should be evaluated by the board annually and adjusted up or down based on budgetary needs.

*How did you select conference and workshop locations for 2025?*

IMAGIN already has a contract in place for a June 2025 conference at the Radisson in Kalamazoo. The facility has the capacity to host our combined memberships. The cost of cancelling that contract at this time is prohibitive. We could either choose to leverage this

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existing contract for a combined conference or postpone the consolidation until a later date. Future conferences for CMPASS may take place at another time of year, at the discretion of the new board of directors.

Similarly, MiCAMP has a contract in place for an event at Boyne Mountain in September 2025. We are hoping to modify that contract to host a single-day workshop with some attendees staying overnight. We feel it is in our members' best interest to leverage our existing contracts to the best of our ability, while not delaying our unification.

Boyne Mountain does not have a large enough facility to host a conference with our combined membership. Since IMAGIN needs to book a conference location for 2026 whether this consolidation goes through or not, bids are already being reviewed for a 2026 conference location with the anticipation of hosting a larger, combined membership. Both summer and fall date availability was requested in the conference RFP.

### *Why did we select a name for the new organization?*

We wanted to have a new name for our organization to highlight the fact that neither IMAGIN nor MiCAMP will exist at the end of this process. Even though we are retaining IMAGIN's Tax ID as a non-profit corporation, it will not be the same entity that it is today after the consolidation. It is also important to have a name so that we can create a new website and have a common way of referring to the organization.

We have to select a new name for the organization before our new bylaws (which must contain the name of the organization) are filed with the State. Our name will officially change when we file new articles of incorporation.

We understand the value of member engagement that could be gained from crowdsourcing a name. This process can still occur if the new board of directors chooses to change to a different name or through a logo design process.

### *Why the name CMPASS?*

After some preliminary research on potential names, this one was distinctive and stands out in our field. CMPASS (Community of Michigan Professionals Advancing Spatial Sciences), pronounced "compass," has an obvious geographic connotation that we like. Our organization could be seen as guiding the way with education and professional development for our members. The acronym is memorable, easy to pronounce, and aligns with our mission. The word "compass" symbolizes guidance, direction, and navigation, reflecting our organization's commitment to leading and supporting our community toward growth and improvement.

CMPASS was chosen partly because no other state GIS association appears to be using this name and the web domain is currently available.

### *Why are you suggesting this timeline?*

The chosen timeline allows both organizations to prepare and synchronize their infrastructures, ensuring a seamless transition. The timeline supports a well-planned communication strategy, ensuring all stakeholders are informed and aligned with the consolidation process. Additionally, this timeline is aligned with the long-term strategic goals of both organizations, ensuring the consolidation supports future growth and success.

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*As a member, when will I be learning more about this process?*

With our current timeline, more information should be shared with our memberships shortly after the two boards of directors vote to merge. We welcome questions throughout the entire process. We will maintain an FAQ sheet and other related documents on both organizations' websites, ensuring they are regularly updated as changes and developments occur.

*Are we seeking legal review for this process?*

Yes. We will be reaching out for guidance to ensure that all filings with the State and federal government related to the organization name change, bylaws revision, and closing of the 501c6 are done correctly. We will explore free legal assistance options first. No budget has been set for this review, so any expenditures will need to be approved by both IMAGIN and MiCAMP boards before they can occur.

*What hasn't been accounted for?*

There are some things that the MIGROWTH group has intentionally not completed. We feel that certain decisions should be left up to the full board of directors of the new organization. These items include:

- Written policies and procedures, including an Opportunity Grant program.
  - Under the proposed process, IMAGIN's current policies and procedures will stay in effect after the consolidation until deliberately altered by the new board.
  - The Opportunity Grant program does yet exist and will need to be created.
- Budget and fees beyond 2025.